

AMENDED AND RESTATED BYLAWS
OF
SOUTH FLORIDA PBS, INC.
FORMERLY KNOWN AS
COMMUNITY TELEVISION FOUNDATION OF SOUTH FLORIDA, INC.
A FLORIDA CORPORATION
NOT-FOR-PROFIT

ARTICLE I

IDENTIFICATION

SECTION 1. Structure. South Florida PBS, Inc. (the “Corporation”) ¹ is the surviving corporation of a merger between WXEL Public Broadcasting Corporation (“WXEL”) and Community Television Foundation of South Florida, Inc. (“CTF”) which merger was effective upon the filing of the Articles of Merger of the Corporation with the Secretary of State of the State of Florida.

SECTION 2. Fiscal Year. The fiscal year of the Corporation shall be determined by appropriate resolution of the Board of Directors and may be changed from time to time by the Board of Directors.

SECTION 3. Place of Business. The Corporation may have offices and do business at any place in any of the states, districts or territories of the United States and in any and all foreign countries.

ARTICLE II

MEMBERS

The Members of the Corporation shall be comprised of those persons (individually and as representatives of firms or corporations) who are interested in the growth and development of the Corporation and who actively serve on the Board of Directors.

¹ The name of the organization shall be changed to South Florida PBS, or such similar name as may be licensed, at the Effectuation Time defined by the Merger Agreement to which this document is appended. References throughout this document to the “Transition Term” shall mean the two calendar years immediately following the Effective Date of the Merger.

ARTICLE III

THE BOARD OF DIRECTORS

SECTION 1. Duties of the Board of Directors. The business and affairs of the Corporation shall be managed by, and all corporate powers of the Corporation shall be exercisable by or under the authority of, the Board of Directors.

SECTION 2. Number and Tenure. The Board shall consist of not less than seven or more than thirty-six Directors, excluding Life Directors. Directors shall be elected for initial terms of two (2) years. Upon expiration of the initial two year term, or if, in accordance with Section 2(a) below, the initial term is greater than two years, these Directors shall be eligible for two additional terms of two years each. No such Director shall be eligible to serve more than seven consecutive years unless such Director has also served as an officer of the Corporation. Any Director who has served for seven consecutive years but who has not also served as an officer of the Corporation may be re-elected to the Board of Directors after expiration of at least one year following the end of his/her previous term. The Immediate Past Chairperson² of the Board of Directors shall serve an additional two-year term as a Director without the necessity of re-election.

a. Notwithstanding the foregoing, upon the effectuation of the Merger between CTF and WXEL, each of WXEL and CTF shall appoint no fewer than 10 and no more than 13 Directors to the initial Board of Directors of the Corporation as the surviving merged entity (the "SFPBS Board"). One additional Director shall be appointed by mutual agreement of each of WXEL and CTF, and such Director shall have no prior relationship with the Boards of such entities. As a result, the SFPBS Board of Directors will be composed of these 21 to 27 Directors, all of whom shall be voting Directors of the Board. Any Directors of CTF not appointed to the SFPBS Board shall resign as Directors of the Corporation upon the appointment of the SFPBS Board, and such resignation may be approved by resolution of the Board without necessity of a written resignation as required by Article V, Section 1. The initial members of the SFPBS Board of Directors shall serve on the SFPBS Board for no fewer than two (2) years from inception of the SFPBS Board (the "Transition Term") for terms as specified herein.

b. Term. The initial SFPBS Board of Directors will be appointed for the length of the Transition Term and thereafter shall be elected in staggered board terms of two (2) years each. In order to effectuate staggered terms, the appointees to the SFPBS Board who, immediately prior to the merger are members of the current WXEL or CTF Boards will have their terms adjusted as follows: Those whose terms would expire in December 2015 or 2016

² Consistent with Article III, Section 13 and Article IV, Section 3 regarding Officers of the Board, during the Transition Term, references throughout these Bylaws to the Chairperson of the Board shall apply to the two Co-Chairpersons of the Board.

shall have two years added to their initial terms; Those whose terms would expire in 2017 shall have one year added to their initial terms. Thereafter, they shall be eligible to serve two consecutive two year terms for a maximum of seven consecutive years, unless they also serve as Officers, consistent with the initial paragraph of this Section 2 above.

SECTION 3. Compensation; Reimbursement of Expenses Incurred by Directors. Directors shall serve without compensation but may be reimbursed for any expenses incurred (other than those expenses subject to Article VI) and authorized by the Chief Executive Officer, the Chairperson of the Board of Directors, or the Executive Committee as reasonable and necessary for the purposes of the Corporation. Nothing herein contained shall be construed, however, to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore as fixed by resolution of the Board of Directors or the Executive Committee.

SECTION 4. Composition of Board of Directors. The Board of Directors shall be composed of the following groups of persons:

- a. Directors. The duly elected Directors of the Corporation, as described in SECTIONS 5 and 8 below; and
- b. Director Who Is The Immediate Past Chairperson Of The Board.

SECTION 5. Nominations for Directors. The Nominating & Governance Committee shall have the duty of nominating persons to serve as Directors and Life Directors of the Corporation, and shall also nominate one to seven Directors to serve as Directors at Large on the Executive Committee. Prior to the Annual Meeting of Directors, the Nominating & Governance Committee shall submit nominations for (i) all vacancies on the Board of Directors occurring as of January 1 of the following year, (ii) such Life Directors as the Nominating & Governance Committee determines to nominate for election at such meeting; and (iii) such Directors at Large as the Nominating & Governance Committee determines to nominate for election at such meeting. At any time during the year, when necessary or desirable, the Nominating & Governance Committee shall also meet and submit nominations for vacancies on the Board of Directors occurring during the year due to resignation, removal or death, or to add additional Directors. Nominees for Directors shall be citizens of the United States, 18 years of age or older, and who have, by their activities, indicated an active interest in the educational and cultural growth of the South Florida community and in the overall goals of the Corporation and qualified by a minimum contribution to be established from time to time. Directors need not be full time residents of the State of Florida.

SECTION 6. Place, Call and Adjournment of Directors' Meetings. Meetings of the Board of Directors may be held either within or without the State. Meetings of the Board of Directors may be called by the Chairperson of the Board, by the

Chief Executive Officer of the Corporation, by the Executive Committee, or by any ten Directors. The Chairperson shall preside at all Directors' meetings.

SECTION 7. Annual Meeting. The Board of Directors shall hold its Annual Meeting each December (or such other time as may be determined by the Board of Directors) for the purpose of organization, election of Directors and Officers, and consideration of any other business that may properly be brought before the meeting. Written notice stating the place, day and hour of the Annual Meeting shall be delivered to Directors not less than five (5) days nor more than thirty (30) days before the date of the Annual Meeting, either personally, by mail, by telecopy, by electronic mail, or in any other manner permitted by law.

SECTION 8. Election of Directors at Annual Meeting. Directors shall be elected by the Board of Directors at its Annual Meeting as set forth herein. At the Annual Meeting of Directors, the Nominating & Governance Committee shall publish and distribute to the Board of Directors a ballot containing the names of candidates who have been nominated to serve as Directors by either the Nominating & Governance Committee or another Director. Each Director shall be entitled to vote for or against each such candidate for Director, without cumulative voting rights. The candidates receiving approval by a majority of votes cast by the Directors present and voting shall be deemed elected to serve as Directors on the Board of Directors, with terms beginning January 1 of the following year. In the event a new candidate is approved as Director at any time other than the Annual Meeting, such new Director shall serve an initial term, beginning upon Board approval and ending at the Annual Meeting in the second calendar year following such appointment. In addition, the Nominating & Governance Committee shall publish and distribute to the Board of Directors a ballot containing the names of candidates who have been nominated by either the Nominating & Governance Committee or another Director to serve as Life Directors in accordance with the provisions of Section 12 below. The candidates receiving a majority of votes cast by the Directors present and voting shall be deemed elected to serve as Life Directors, with terms beginning January 1 of the following year.

SECTION 9. Other Regular and Special Meetings. The Board may provide, by resolution, the time and place for the holding of additional regular meetings. Special meetings of the Board of Directors may be held upon two-(2) days' notice given personally or by telephone, or upon two (2) days' notice by mail, telecopy, or electronic mail, which notice shall include the purpose or purposes of the special meeting. Special meetings of the Board of Directors may be called by or at the request of the Chairperson, any Vice-Chairperson, the Executive Committee, or the Chief Executive Officer. Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time of such meeting. Attendance of a Director at such meeting shall constitute a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been convened, except when a

Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

SECTION 10. Attendance by Directors; Removal of Directors. The Board of Directors shall adopt a policy regarding attendance by Directors at meetings of the Board and all committees thereof. A copy of such policy shall be furnished to each Director, and shall be enforced by the Board. At any regular or special meeting of the Executive Committee, any Director may be recommended to the full Board of Directors for removal, with or without cause, by the vote of a majority of the members of the Executive Committee present at such meeting. At any special or regular meeting of the Board of Directors where a quorum is present, the Directors may consider the recommendation of the Executive Committee and remove any Director so recommended by the vote of two-thirds of the Directors present and entitled to vote at such meeting, provided such Director has been given prior notice of such meeting and the recommendation for his or her removal.

SECTION 11. Quorum and Acts. At all meetings of the Board of Directors, and of the Executive Committee, a quorum shall consist of a majority of the Board of Directors then in office and entitled to vote, or a majority of the members of the Executive Committee then in office and entitled to vote, except that in each case any Life Director shall not be counted for purposes of determining either the total number of Directors or the existence of a quorum.

During the Transition Term the majority required for quorum shall consist of no fewer than five (5) director designees of each of WXEL and CTF if the SFPBS Board totals 21 or 23, and no fewer than six (6) director designees of each of WXEL and CTF if the SFPBS Board totals 25 or 27.

During the Transition Term, the following activities may not be undertaken without the consent of at least two thirds of the director designees of each of WXEL and CTF: (a) dissolution or liquidation of the Corporation; (b) amendments to the Articles of Incorporation or Bylaws of the Corporation; (c) sale or pledge of material assets of the Corporation, including any spectrum sale, transfer, or other disposition of FCC licenses; (d) filing for bankruptcy; (e) removal of Directors of the SFPBS Board; (f) material or substantial change in the program formats of owned broadcast entities (each a "Major Act").

Except for any Major Act or as otherwise provided herein, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all of the Directors, and filed in the minutes of the proceedings of the Board of Directors. Any action taken pursuant to a written consent shall be effective when the last Director signs the

consent, unless the consent specifies a different effective date, and shall have the effect of a meeting vote. If at any duly noticed meeting of the Board of Directors, there shall be fewer than a majority of the members of the Board of Directors, with the exception of any Major Act, all matters to be considered or acted upon by the Board at such meeting shall automatically be deemed referred to the Executive Committee for consideration and action during such meeting.

Unless otherwise provided in the resolution of the Board of Directors designating any committee, other than the Executive Committee, two members of such committee (other than the Executive Committee) shall be required to be present at a committee meeting to constitute a quorum, and the act of a majority of the members present at such meeting in which there is a quorum shall be the act of the committee.

A Director who is present at a meeting of the Board of Directors or a committee thereof when corporate action is taken is deemed to have assented to the action unless he or she objects at the beginning of the meeting to holding the meeting or transacting specified affairs at the meeting, or he or she votes against or abstains from the action taken.

Directors of the Board or members of any committee thereof who are unable to attend a Board or committee meeting in person may participate in any such meeting, and shall be deemed present at such meeting, if they participate by means of videoconference equipment, a conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other.

SECTION 12. Life Directors. Life Directors are those honorary directors who have been appointed to this honorary board in recognition of past service to the Corporation or other significant contributions. Life Directors shall serve in this capacity until resignation, incapacity, death or removal. Members of this honorary board shall be non-voting members, and may serve in a non-voting capacity on committees of the Board of Directors.

SECTION 13. Standing Committees; Executive Committee. There shall be an Executive Committee which shall have and may exercise all the powers, authority and discretion of the Board of Directors when the Board is not in session, subject only to such restrictions or limitations imposed by law, these Bylaws or as the Board may from time to time specify. The Executive Committee shall implement the policies adopted by the Board and shall undertake to accomplish the objectives of the Corporation.

The Executive Committee shall consist of the following persons:

a. Chairperson of the Board of Directors, who shall also serve as the Chairperson of the Executive Committee, and who shall serve a two-year term

as Chairperson. During the Transition Term, as provided below, there shall be two (2) Co-Chairpersons, and they shall co-chair the Executive Committee. All references to the Chairperson throughout these Bylaws shall be interpreted as references to the Co-Chairpersons during the Transition Term;

b. Vice-Chairpersons of the Board. The Vice-Chairpersons shall be selected, to the extent possible, to reflect the Corporation's geographic diversity. Vice-Chairpersons shall serve at least a one-year term in such position, and may be re-elected for a second one (1) year term. In the second year of the Chairperson's term, one of the then standing Vice-Chairpersons shall be elected by the Board to also serve as Chair-Elect. Beginning at the conclusion of the Transition Term, the person elected as Vice-Chairperson/Chair-Elect shall automatically become the Corporation Chairperson at the conclusion of the existing Chairperson's term. During the Transition Term, the SFPBS Board shall include four (4) Vice-Chairpersons, two of which shall be appointed by the WXEL designated directors of the Board and two of which shall be appointed by the CTF designated directors of the Board. Thereafter, the Board may determine whether to appoint three or four Vice Chairpersons.

c. Chief Executive Officer (ex officio).

d. One to Seven Directors on the Board, who shall serve as Directors at Large on the Executive Committee; and

e. Immediate Past Chairperson.

The Nominating & Governance Committee shall publish and distribute to the Board of Directors a ballot containing the names of candidates who have been nominated to serve as the Directors at Large on the Executive Committee. The candidates receiving a majority of votes cast by the Directors present and voting shall be deemed elected to serve as Directors at Large on the Executive Committee, with terms beginning January 1 of the following year.

The Executive Committee shall act for the Board of Directors in the interim between the meetings of such Board, and shall implement the policies adopted by the Board. In addition to its other powers and responsibilities, the Executive Committee shall also: (a) review and approve on an annual basis the Corporation's goals and objectives; (b) evaluate at least once a year the Chief Executive Officer's performance in light of these established goals and objectives, and fix the compensation of the Chief Executive Officer after giving due consideration to the recommendation of the Chairperson of the Board of Directors; (c) evaluate and review the compensation of the Corporate Officers; and (d) appoint all other committees necessary for the functioning of the Corporation; provided, however, such appointment shall be made only after considering the recommendations of the

Chairperson of the Board of Directors and/or the Chief Executive Officer of the Corporation.

Meetings of the Executive Committee shall be held as called by the Chairperson or by the Chief Executive Officer of the Corporation. Failure of any member of the Executive Committee to attend three consecutive regular meetings of the Executive Committee without good cause (as determined by the Chairperson) shall be deemed a tender of resignation.

When the Chairperson or the Chief Executive Officer of the Corporation determines, in his or her discretion, that immediate consideration of, or action on, a particular matter is necessary by the Executive Committee or the Board of Directors to ensure accomplishment of the objectives of the Corporation, the Chairperson or Chief Executive Officer may call an emergency meeting upon reasonable notice to Executive Committee members (or to the Board of Directors as the case may be) given at least twenty-four hours prior to the time for such meeting. The purpose or purposes of such meeting and the matter or matters to be considered or acted upon shall be communicated to such members with such notice. Attendance of a member of the Executive Committee at such meeting (or by a Director at a meeting of the Board of Directors, as the case may be) shall constitute a waiver of notice thereof. Executive Committee members (or Directors as the case may be) who are unable to attend in person may participate in such meeting by means of videoconference equipment, a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. The Chairperson shall use his or her best efforts in providing such means of communication. Participation by such means shall constitute presence in person at such meeting.

A majority of the Executive Committee members shall constitute a quorum for the transaction of business, and the vote of a majority of the members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of such Executive Committee, except that any action which may be taken at a meeting of such Executive Committee may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all of the members of the Executive Committee, and filed in the minutes of the proceedings of the Executive Committee. The Chief Executive Officer shall be a non-voting member of the Executive Committee. Any action taken pursuant to written consent shall be effective when the last member of the Executive Committee signs the consent, unless the consent specifies a different effective date, and shall have the effect of a meeting vote.

The Chief Executive Officer shall recommend to the Executive Committee such other committees as he or she considers necessary for the operation of the Corporation and shall suggest the person best qualified to serve as chairperson thereof.

Other Standing Committees. In addition to the Executive Committee, the following committees shall be established as standing committees: Nominating & Governance Committee; Budget & Finance Committee; Audit Committee; Personnel and Diversity Committee; and Retirement Committee. Each standing committee (other than the Executive Committee) shall consist of at least three (3) members of the Board of Directors. Committee members and the committee chair shall be designated by and serve at the pleasure of the Board of Directors. Each standing committee shall have power to the extent delegated to it by the Board of Directors and as provided below, subject to applicable laws and these Bylaws.

Nominating & Governance Committee. The Nominating & Governance Committee shall: (1) review the needs of the Corporation with regard to matters of Board membership; qualifications of directors, committee members, committee chairs; and corporate governance, including review of the governing documents of the organization from time to time, with proposed recommended revisions when necessary or appropriate; (2) review and revise, to the extent necessary or appropriate, the Corporation's conflict of interest policy and code of ethical conduct; (3) review and revise, as necessary or appropriate, the Corporation's document retention policy; (4) review and revise, as necessary or appropriate, the Corporation's corporate information and reporting system, designed to prevent and detect violations of law; and procedures to ensure that "non-retaliation" protections are in place for employees who disclose potential legal violations under the Corporation's reporting system, which system shall include notice to outside corporate counsel or the independent auditor, and procedures for investigation and reporting to the Nominating & Governance Committee and Executive Committee; and (5) propose a slate of qualified nominees for election by the Board as Directors and committee members, except where provided otherwise by these Bylaws, at each Annual Meeting or at any other meeting of the Board of Directors at which Directors, Officers or committee members will be elected to fill vacancies.

Audit Committee. The Audit Committee shall consist of three (3) to six (6) independent Directors. All Audit Committee members must be or become financially literate, and at least one member must have accounting or related financial management expertise. The Chief Executive Officer shall not serve as a member of the Audit Committee. "Independent Directors" shall refer to those Directors who are independent of the Corporation's management team, and who are free of any relationship that in the opinion of the Board may interfere with their exercise of independent judgment as a member of the Audit Committee. The Audit Committee shall assist the Board in fulfilling its oversight responsibilities relating to the quality and integrity of the Corporation's financial statements; the financial reporting practices; the system of internal accounting and financial controls; and the Corporation's compliance with ethics policies and legal and regulatory requirements.

Budget & Finance Committee. The Budget & Finance Committee shall assist the Board in its oversight responsibility for financial planning. The Budget & Finance Committee will review management's proposed budget for each upcoming fiscal year, and make recommendations to the Board of Directors. The Budget & Finance Committee shall also monitor the financial budget to actual results of operations, and make recommendations to the Executive Committee and/or Board of Directors as necessary or appropriate.

Personnel & Diversity Committee. The Personnel and Diversity Committee shall assist the Board in its oversight responsibility for personnel matters. As such, the Personnel & Diversity Committee shall (1) establish and review personnel policies and benefit programs and shall make recommendations to the Board of Directors and /or the Executive Committee; (2) evaluate the effectiveness of employment practices; (3) review and evaluate management recommendations regarding personnel policies, practices and procedures; (4) review guidelines for wage and salary administration; and (5) review and establish merit increase guidelines as recommendations for the Budget & Finance Committee.

Retirement Committee. The Retirement Committee shall assist the Board in its oversight responsibilities relating to the Corporation's retirement and/or pension plans. The Committee's responsibilities shall include: making recommendations to the Executive Committee and/or Board of Directors regarding overall administration and effectiveness of the Corporation 's retirement and/or pension plans, investment strategy and plan design; overseeing the appropriate investment of retirement funds; and making recommendations as necessary or appropriate.

SECTION 14. Advisory Committees. The Chairperson, the Board of Directors, the Executive Committee or the Chief Executive Officer may from time to time designate one or more advisory committees of persons, who need not be Directors or Members, to counsel with the Chairperson, the Board, the Executive Committee and/or the Chief Executive Officer with respect to the affairs of the Corporation. The advisory committee may make recommendations on matters pertaining to the objectives and purposes for which the committee was formed and shall conduct its operations in the manner provided for committees of the Board, but shall not have or exercise any of the authority or power of the Board of Directors, the Executive Committee or the Chief Executive Officer. Any recommendations made by such advisory committee shall not be binding upon the Corporation.

SECTION 15. Conflicts of Interest.

a. **Interest of a Director or Officer in Transactions.** No contract or other transaction shall be permitted between the Corporation and its Directors or Officers if such contract or other transaction would constitute an act of self-dealing or otherwise contravene any of the requirements of the Articles of Incorporation, these Bylaws, the exempt purposes of the Corporation, or any other applicable law.

b. Disclosure. Each Director, each Officer, and each employee or agent of the Corporation who is authorized to enter into arrangements or approve transactions (either individually or as part of a committee) on behalf of the Corporation (collectively, “Designated Persons”) shall be required to complete a Disclosure Statement each year disclosing all actual and potential conflicts of interest, which Disclosure Statement shall be retained in the records of the Corporation. Actual and potential conflicts of each Director shall be reviewed by the Board of Directors. The term “conflict of interest” includes all arrangements and transactions between the Corporation and any Designated Person, any member of a Designated Person’s immediate family or any person or entity in which any Designated Person or immediate family member has a personal or financial interest or a potential personal or financial interest, either directly or indirectly through an intermediate entity (“related-party transaction”).

c. Requirements. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors is financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Directors entitled to vote on such contract or transaction, if any, and they authorize, approve or ratify it by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves or ratifies such contract or transaction. Conflict of interest issues and all related-party transactions shall be reviewed and approved by the Board of Directors or Executive Committee, and if deemed necessary by the Board of Directors or Executive Committee, shall also be reviewed and approved by outside independent legal counsel or independent auditors.

ARTICLE IV

THE OFFICERS (CORPORATE AND BOARD)

SECTION 1. Corporate Officers. The Corporate Officers of the Corporation shall be the Chief Executive Officer, Secretary and Treasurer, and may include a President; Executive Vice-President, and Senior Vice-Presidents. The Chief Executive Officer shall be elected by the Board of Directors, and may be removed by majority vote of the Board. The Chief Executive Officer shall appoint the following Corporate Officers from the Corporation's staff: a Treasurer and a Secretary, the Chief Financial Officer; the Executive Vice-President, and as many Senior Vice-Presidents (all of whom shall be designated as Corporate Officers) as he or she may deem necessary and who shall have such duties as the Chief Executive Officer may delegate to them. The Chief Executive Officer may also appoint additional vice-presidents as deemed necessary or appropriate. Corporate Officers appointed by the Chief Executive Officer shall be employees of the Corporation and shall serve as Corporate Officers until removal by the Chief Executive Officer or Board of Directors, with or without cause, or until such Officer's termination or resignation.

SECTION 2. Board Officers. The Board Officers of the Corporation shall be a Chairperson of the Board, and three Vice-Chairpersons of the Board (one of whom shall be elected to also serve as the Chair-Elect in the second year of the Chairperson's two-year term). Vice-Chairpersons shall be elected by the Board annually, but shall, to the extent practicable, reflect the Corporation's geographic diversity. Except for the Chairperson, who shall be elected by the Board and shall serve a two year term, Board Officers shall be elected by the Board and shall serve until the next annual meeting of the Board and, if not re-elected for a second term, until their respective successors are elected and qualified or until their earlier resignation, removal from office, inability to act, or death. Beginning after the Transition Term, the person elected as the Vice-Chairperson / Chair-Elect in the second year of the Chairperson's term shall automatically become the Corporation Chairperson at the conclusion of the existing Chairpersons' term.

SECTION 3. Transition Term Board Officers. Notwithstanding the foregoing, during the Transition Term, the Board Officers shall consist of two Co-Chairpersons, one of which shall be selected by the CTF designated directors, and one of which shall be selected by the WXEL designated directors, and four Vice Chairpersons, two of which shall be selected by each of the WXEL and CTF designated directors. The Treasurer and Secretary shall be appointed by mutual agreement of CTF and WXEL. At the conclusion of the Transition Term, the SFPBS Board may modify the number or type of officers and may consolidate the two Co-Chairpersons to one Chairperson. All references throughout these Bylaws to the Chairperson shall apply during the Transition Term to the two Co-Chairpersons. All references throughout these Bylaws to the three Vice Chairpersons shall apply during the Transition Term to the four Vice Chairpersons.

SECTION 4. Election. At the Annual Meeting, the Nominating & Governance Committee shall publish and distribute to the Board of Directors a ballot containing the names of Directors who have been nominated to serve as elected Board Officers by either the Nominating & Governance Committee or another Director. The Board of Directors shall be entitled to vote for no more than the number of Officers whose term has expired or been terminated by resignation, removal from office or death. Each Director shall have the right to vote for each Board Officer, without cumulative voting rights. The nominees receiving a majority of votes cast by the Directors present and voting shall be deemed elected to serve as Board Officers in those respective positions to which they have been elected, with terms beginning January 1 of the following year. The Nominating & Governance Committee shall nominate candidates for the three Vice-Chairpersons (and shall nominate one of those Vice-Chairpersons to also serve as Chair-Elect). Beginning after the Transition Term, the person selected as the Vice-Chairperson / Chair-Elect in the second year of the Chairperson's term shall automatically become the Corporation's Chairperson at the conclusion of the then-existing Chairperson's term.

SECTION 5. Duties of Board and Corporate Officers.

The Chairperson. The Chairperson, or Co-Chairpersons, as the case may be, of the Board shall preside at all meetings of the Board of Directors, and shall also serve as the Chairperson of the Executive Committee. The Chairperson shall preside at all meetings of the Board of Directors and the Executive Committee, shall perform all duties usually pertaining to the office of Chairperson, and shall also have such further powers and duties as may from time to time be conferred upon, or assigned to, the Chairperson by the Board of Directors.

Vice-Chairpersons / Chair-Elect. One of the Vice-Chairpersons shall also be selected as the Chair-Elect. The Vice-Chairperson / Chair-Elect shall serve as a Vice-Chairperson of the Board and the Vice-Chairperson of the Executive Committee. In the absence of the Chairperson or in the event of the Chairperson's death, inability or refusal to act, the Vice-Chairperson / Chair-Elect, if one has been appointed or elected, shall perform the duties of the Chairperson and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. The person who is selected as the Vice-Chairperson / Chair-Elect in the second year of the Chairperson's term shall automatically become the Corporation's Chairperson at the conclusion of the then-existing Chairperson's term. Each Vice-Chairperson also shall have such further powers and duties as may from time to time be conferred upon, or assigned to, the Vice-Chairperson by the Board of Directors.

Chief Executive Officer. The Chief Executive Officer of the Corporation, under the direction of the Board of Directors, shall have general responsibility for the Corporation's day-to-day business and affairs, including, but not limited to, management and administration of its operations, programming, fund-raising,

community relations, and personnel. The Chief Executive Officer shall have and may exercise all the powers and authority accorded to presidents, subject only to such restrictions or limitations as the Board may from time to time specify. The Chief Executive Officer shall serve as an ex-officio member of all committees with the exception of the Audit Committee, and shall be a full-time permanent employee of the Corporation. The Chief Executive Officer is not authorized to enter into any contract, including agreements to sell, lease, exchange, or pledge assets of the Corporation, exceeding \$100,000 (One Hundred Thousand Dollars), unless the financial obligations contained in such contract or agreement have been approved as part of the annual budget approved by the Board of Directors. Agreements obligating the Corporation to any unbudgeted expense or other liability in excess of \$100,000 (One Hundred Thousand Dollars) shall be approved by the Chairperson of the Board of Directors, the Vice-Chairperson / Chair-Elect, the Executive Committee or the Board of Directors. The Chief Executive Officer shall be responsible for reviewing, signing and filing the Corporation's IRS Form 990 in an accurate and timely manner.

Corporate Vice-Presidents. The Corporate Vice-Presidents shall have such powers and duties as may from time to time be conferred upon, or assigned to them by the Board of Directors or the Chief Executive Officer, subject to such restrictions or limitations as the Board may from time to time specify. In case of death or absence of the Chief Executive Officer, or his or her inability to act, the Chairperson shall appoint one of the Corporate Vice-Presidents to be acting Chief Executive Officer to serve until a new Chief Executive Officer is elected by the Board.

Corporate Secretary. The Corporate Secretary shall have custody of and maintain all of the corporate records except the financial records, shall perform such other duties as may be prescribed by the Board of Directors or Chief Executive Officer, and shall affix the seal of the Corporation to such instruments and documents as may be required. The Chairperson of the Board shall review and approve all minutes of meetings of the Executive Committee and Board of Directors before distribution thereof. The chair of each committee shall review and approve all minutes of meetings of that committee before distribution thereof.

Corporate Treasurer. The Corporate Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements, shall render to the Executive Committee and to the Board at their regular meetings, a report on the financial condition of the Corporation, and shall perform such duties as are from time to time assigned by the Board of Directors or Chief Executive Officer. In addition, the Treasurer shall cause the books and financial statements of the Corporation to be audited by an independent certified public accountant and certified to the Board annually. The Treasurer may sign checks drawn on the account or accounts of the Corporation upon vouchers submitted to the Treasurer by an authorized Officer of the

Corporation and in accordance with such resolutions as may be adopted from time to time by the Board of Directors or the Executive Committee.

Not later than four months after the close of each fiscal year, the Treasurer shall prepare the following and maintain such in the registered office of the Corporation:

(a) A balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year;

(b) An income statement showing the results of operations through the close of the Corporation's fiscal year;

(c) The annual report to the Internal Revenue Service and any other governmental report (provided, however, any such report may be prepared in accordance with any lawful extension of any filing deadline); and

(d) Such other financial or governmental reports as may be required from time to time.

SECTION 6. Reimbursement of Expenses Incurred by Officers. Any Officer shall be entitled to be reimbursed for any expenses incurred (other than expenses subject to Article VI) if authorized by the Chairperson of the Board of Directors, the Chief Executive Officer or by the Executive Committee as reasonable and necessary for the purposes of the Corporation.

SECTION 7. Removal. Any Officer elected by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby. Removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an Officer shall not of itself create contract rights. Any Officer appointed by the Chief Executive Officer may be removed by the Board of Directors or the Chief Executive Officer whenever in their/his/her judgment the best interests of the Corporation will be served thereby.

SECTION 8. Corporate Instruments. Subject to the limitations set forth in Section 4 of this Article IV, all checks and drafts on, and withdrawals from, the Corporation's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by the Corporation, shall be signed on its behalf by any two of the following persons where any such corporate instrument is for an amount in excess of \$3,000: the Chief Executive Officer; or the Treasurer; or the Chief Financial Officer; the Director of Accounting; the Chief Operating Officer; the Director of Human Resources; and by any other person authorized by, or pursuant to resolution of, the Board of Directors or the Executive Committee. Any corporate

instrument for an amount of \$3,000 or less shall require the signature of one such authorized person.

ARTICLE V

RESIGNATION AND VACANCIES

SECTION 1. Resignation. Any Director or Officer of the Corporation may resign at any time by giving written notice to the Board of Directors or to the Chief Executive Officer or to the Secretary of the Corporation, except as provided in Article III, Section 2(a) above. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If a resignation is made effective at a later date, the Corporation may accept the future effective date, or may deem such resignation effective immediately. If the Board accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date of the pending vacancy

SECTION 2. Vacancies. Whenever any vacancies shall occur in the Board of Directors or any elected office of the Corporation, the same may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director or Officer elected to fill such vacancy shall be elected for the unexpired term of his or her predecessor in office. Any vacancy in an office appointed by the Chief Executive Officer shall be filled by the Chief Executive Officer.

ARTICLE VI

INDEMNIFICATION

SECTION 1. Indemnification. The Corporation shall to the fullest extent provided by law indemnify any person made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the name of the Corporation, brought to impose any liability or penalty on such person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by such person, except as constitute gross negligence or willful misconduct, in his/her capacity as a director, officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise in which he or she served as such at the request of the Corporation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding, including any appeal thereof.

SECTION 2. Terms of Indemnification. Indemnification of any person by the Corporation shall be subject to the following:

(a) Any person who claims indemnification hereunder shall, as a condition of indemnification, notify the Corporation within ten business days of being served with a complaint, summons or other notice of legal action against him/her; and

(b) The Corporation shall have the right to retain legal counsel for any such person it undertakes to indemnify at its cost, and shall control any settlement or other disposition of any such litigation or other legal proceeding.

SECTION 3. Advanced Reimbursement of Expenses Incurred In Defending Against Civil or Criminal Actions. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized by this Article.

SECTION 4. Determination on Indemnification; Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law, provision of Articles of Incorporation, Bylaws, agreement, vote of disinterested directors, or otherwise, both as to action in his / her official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where such other provision provides broader rights of indemnification than these Bylaws, such other provisions shall control.

SECTION 5. Limitations on Indemnification. Indemnification shall not be made to or on behalf of any Director, Officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) A violation of the criminal law, unless the Director, Officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) A transaction from which the Director, Officer, employee, or agent derived an improper personal benefit, directly or indirectly;

(c) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful

disregard of human rights, safety, or property. For the purposes of this paragraph (c), the term “recklessness” means the action, or omission to act, in conscious disregard of a risk known, or so obvious that it should have been known, to the Officer, Director, employee or agent, and also known to the Officer, Director, employee or agent, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

SECTION 6. Insurance. The Board of Directors shall authorize the purchase and maintenance of insurance, to the extent such insurance is available at commercially reasonable rates, on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such. Any person claiming indemnification shall abide by the requirements and terms of the insurance policy purchased by the Board of Directors in all respects.

ARTICLE VII

AMENDMENTS

SECTION 1. Amendments to Bylaws. Except as otherwise set forth herein, these Bylaws may be altered, amended or repealed and new bylaws may be adopted, by the affirmative vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present.

SECTION 2. Amendments to Articles of Incorporation. Except as otherwise set forth herein, the Articles of Incorporation of this Corporation may be altered, amended or repealed and new articles may be adopted, by the affirmative vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present.

ARTICLE VIII

CORPORATE RECORDS/INSPECTIONS

SECTION 1. Keeping Books and Records. The Corporation will keep as permanent records correct and complete books and accounting records, and shall also keep minutes of the proceedings of its Board of Directors and the Executive Committee.

SECTION 2. Corporate Information Available to the Public. Upon reasonable prior written notice, the Corporation will make available to any member of the general public the following corporate information: the Articles of Incorporation of the Corporation, and all amendments thereto; the name of the

Corporation; the date of incorporation; the street address of the principal office of the Corporation; the Corporation's federal employer identification number; the name and business street address of each Director; the name of its registered agent; and the street address of its registered office; the Corporation's IRS Form 990; and other information required to be made available to the public by federal or state grant, or applicable law.

ARTICLE IX

LOANS

SECTION 1. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Executive Committee or Board of Directors.

SECTION 2. No Loans to Directors and Officers. Loans (other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank), may not be made by the Corporation to its Directors or Officers, or to any other corporation, firm, association, or other entity in which one or more of its Directors or Officers is a director, officer, or employee or holds a substantial financial interest, except a loan by this Corporation (at such time while it is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code")) to another corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. A loan made in violation of this Article is a violation of the duty to the Corporation of the Directors or Officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan shall not be affected thereby.

ARTICLE X

EFFECTIVE DATE

These Amended and Restated Bylaws shall be effective as of the Effective Time, replacing all prior Bylaws of the Corporation.

Amended:	1/17/71	3/23/72	10/26/72	6/27/74	4/22/76
	6/29/77	12/21/77	1/1/78	5/29/79	5/22/80
	3/19/81	10/25/84	4/22/86	6/26/86	10/26/88
	6/29/89	6/27/91	10/24/91	10/28/93	10/22/98
	2/24/00	10/26/06	9/30/15		